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E-File: May 13, 2010

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 Attorneys for Reorganized Debtors

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

Case No.: BK-S-09-14814-LBR
 (Jointly Administered)

THE RHODES COMPANIES, LLC, aka
 "Rhodes Homes," et al.,¹
 Debtors.

Chapter 11

Affects:

☐ All Debtors
☒ Affects the following Debtor(s)
 Rhodes Homes Arizona, LLC, Rhodes Arizona
 Properties, LLC, and Elkhorn Investments, Inc.

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf and Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

EXHIBIT 1

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Attorneys for Reorganized

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

THE RHODES COMPANIES, LLC, aka "Rhodes
 Homes," et al.,¹

Debtors.

Case No. BK-S-09-14814 LBR
 (Jointly Administered)

Chapter 11

**STIPULATION RE QUITCLAIMING
 CERTAIN ARIZONA ASSETS TO
 CLARIFY TITLE**

☒ Affects All Debtors
☐ Affects the following Debtors:

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20 LLC (Case No. 09-14848); Tuscany Acquisitions IV LLC (Case No. 09-14849); Tuscany Acquisitions III LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf and Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, LLC (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

1 This Stipulation is entered into by and between the above-captioned Reorganized Debtors
 2 Possession (the "Reorganized Debtors"), the First Lien Steering Committee ("FLSC"), and
 3 certain of the Debtors' non-Debtor affiliates (the "Rhodes Entities"). The foregoing parties
 4 (together, the "Parties") hereby enter into this Stipulation and agree as follows:

5 RECITALS

6
 7 WHEREAS, pursuant to the plan of reorganization filed by the FLSC and confirmed by
 8 the Bankruptcy Court (the "Plan"), the Debtors have agreed to market and sell certain assets (the
 9 "Arizona Assets") belonging to Rhodes Homes Arizona, LLC, Rhodes Arizona Properties, LLC,
 10 and Elkhorn Investments, Inc. (the "Arizona Debtors") to the highest and best bidder pursuant to
 11 the Court-approved bidding procedures [Docket No. 1075] (the "Bidding Procedures");

12
 13 WHEREAS, the Arizona Debtors have received approval from the necessary
 14 governmental agencies for a master-planned community ("Pravada"), which may be of value to a
 15 third party purchaser;

16
 17 WHEREAS, based on their books and records, the Arizona Debtors are the equitable
 18 owners of the property listed on Exhibit A hereto, but such property is titled in the name of a
 19 Rhodes Entity at the County of Mohave Records' Office (the "Debtor-Mistitled Property");

20
 21 WHEREAS the Arizona Debtors have received approval from the necessary Arizona
 22 governmental agencies for Pravada, which may be of value to a third party purchaser. As part of
 23 that governmental approval, the map for Pravada contains pre-approved subdivision boundaries,
 24 roadway locations, utility locations, house plot lines where homes may be built, and related
 25 grading and other physical work product. The Debtor Mistitled Property consists of parcels of
 26 land on the boundaries of Pravada that are necessary for any third-party bidder interested in
 27 completing the Pravada master plan because the pre-approved subdivision boundaries, roadway
 28 locations, utility locations, house plot lines where homes may be built, and related grading and

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other physical work product cross both the properly-titled Debtor land and the Debtor Mistitled Property;

WHEREAS, based on the Arizona Debtors and Rhodes Entities' books and records, the Rhodes Entities are the equitable owners of the property listed on **Exhibit B** hereto, but such property is titled in the name of a Debtor entity at the County of Mohave Records' Office (the "Rhodes Entities-Mistitled Property");

WHEREAS, although the Rhodes Entities-Mistitled Property may have a higher appraised value than the Debtor-Mistitled Property based on a third-party appraisal, the Debtor-Mistitled Property consists of parcels of land that are necessary to complete Pravada;

WHEREAS, the failure of such Debtor-Mistitled Property to be properly titled in the name of the Arizona Debtors could negatively impact the value of the Arizona Assets that are for sale under the Bidding Procedures;

WHEREAS, in order to maximize the value of the Arizona Assets, the Parties have agreed to enter into this Stipulation;

NOW THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration (the receipt and sufficiency of which are acknowledged), it is hereby stipulated and agreed by and between the Parties as follows:

AGREEMENT


1. Upon entry of an Order by the Bankruptcy Court approving this Stipulation, the Arizona Debtors, as reorganized, shall quitclaim the Rhodes Entities-Mistitled Property to the Rhodes Entities and the Rhodes Entities shall quitclaim the Debtor-Mistitled Property to the Reorganized Debtors.

Dated: May 3, 2010

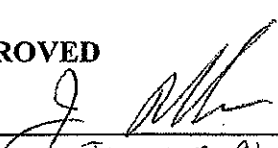
APPROVED

1 By: /s/ Philip C. Dublin
2 AKIN GUMP STRAUSS
3 HAUER & FELD LLP
4 Philip C. Dublin (NY Bar No. 2959344)
5 One Bryant Park
6 New York, NY 10036
7 *Counsel for the First Lien Steering Committee*

8 **APPROVED**

9 By: 
10 Name: *Kevin Corbett*
11 Title: *Vice President*
12 *The Reorganized Debtors*

13 **APPROVED**

14 By: 
15 Name: *James M. Rhodes*
16 Title: *President*
17 *The Rhodes Entities*

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EXHIBIT A – DEBTOR MISTITLED PROPERTY

LIST OF ALL PARCELS TO BE QUITCLAIMED TO DEBTORS FROM RHODES ENTITIES (NON-DEBTOR)

PRAVADA	AREA 1	60.64
PRAVADA	AREA 2	13.39
PRAVADA	AREA 3	33.25
PRAVADA	AREA 4	23.29
	TOTAL:	130.57

EXHIBIT B – RHODES ENTITIES MISTITLED PROPERTY

LIST OF ALL PARCELS TO BE QUITCLAIMED TO RHODES ENTITIES (NON-DEBTOR) FROM DEBTORS

APN	Acres
306-63-009	-8.0
306-63-010	-8.0
306-63-011	-8.0
306-63-012	-8.0
306-63-013	-8.0
306-24-091	-20.57
354-34-045a	-30.01
AREA "A"	-1.17
AREA "B"	-44.13
AREA "C"	-10.42
AREA "D"	-9.36
TOTAL:	-155.7

